

EXHIBIT 2



18 November 1999

VIA FACSIMILE AND FEDERAL EXPRESS

Mr. Don DeBruin
Ameritech Information Industry Services
350 North Orleans Street, Floor 5
Chicago, IL 60654

Re: ADSL - Request for new unbundled network element in Illinois, Michigan, Ohio,
Indiana and Wisconsin

Dear Don,

Pursuant to section 251(c)(3)¹ and other provisions of the Communications Act of 1934, as amended, Covad Communications Company, on behalf of itself and its affiliate, DIECA Communications Inc., hereby requests immediate access to the high frequency portion of the loop as an unbundled network element (UNE) in Illinois, Michigan, Ohio, Indiana and Wisconsin. The Federal Communications Commission, in an order adopted today in CC Docket Nos. 98-147 and 96-98, requires incumbent LECs to provide unbundled access to the high frequency portion of the loop, also known as line sharing, upon request from a carrier. This request is made pursuant to today's FCC decision.

We encourage SBC/Ameritech to make this new UNE available to us as soon as possible, and we look forward to positive discussions and implementation of such access with you in the immediate future. Nothing in this request shall be construed as a waiver of any claim related to any previous denial of such access to Covad and its affiliates by SBC/Ameritech or any affiliate of SBC/Ameritech. Please contact Felicia Franco-Feinberg or me to discuss this issue as soon as possible.

Sincerely yours,

Thomas M. Koutsky
Vice President - Regulatory Affairs
Covad Communications Company

cc: Ronald Lambert, Ameritech
Felicia Franco-Feinberg, Covad
Minda Cutcher, Covad

¹ 47 U.S.C. § 251(c)(3).

MRGVILMG	MRGVILMG				20-Jul-00	27-Jul-00
LGRCILG	LGRCILG				20-Jul-00	27-Jul-00
HMWDILHO	Homewood				20-Jul-00	27-Jul-00
CMCYILCC	CMCYILCC				20-Jul-00	27-Jul-00
CHCGILFR	CHCGILFR				20-Jul-00	27-Jul-00
OKLWILOL	Oak Lawn				20-Jul-00	27-Jul-00
CHCGILPU	Chicago Pullman				20-Jul-00	27-Jul-00
WLMTILWI	Wilmette				20-Jul-00	27-Jul-00
EGVGILEG	Elk Grove EG				20-Jul-00	27-Jul-00
BLISILBI	Blue Island				20-Jul-00	27-Jul-00
RVGVILRG	River Grove				20-Jul-00	27-Jul-00
ORPKILOR	Orland Park				20-Jul-00	27-Jul-00
BNSVILBV	Bensenville				20-Jul-00	27-Jul-00
CMCYILCC	Calumet City				20-Jul-00	27-Jul-00
CHCGILMO	Chicago Monroe				20-Jul-00	27-Jul-00
CHCGILAU	Chicago Austin				20-Aug-00	27-Aug-00
HCHLILHH	Hickory Hills				20-Aug-00	27-Aug-00
SMMTILSM	Summit				20-Aug-00	27-Aug-00
HRVYILHA	Harvey				20-Aug-00	27-Aug-00
SCPKILSP	Schiller Park				20-Aug-00	27-Aug-00
CHCGILCA	Chicago Calumet				20-Aug-00	27-Aug-00
PLPKILPP	Palos Park				20-Aug-00	27-Aug-00
CHCGILID	Chicago Illinois Dear				20-Aug-00	27-Aug-00
CHCGILST	Chicago Stewart				20-Aug-00	27-Aug-00
CHCGILCL	Chicago Canal East				20-Aug-00	27-Aug-00
HLSDILHD	Hillside				20-Aug-00	27-Aug-00
CHHGILCH	Chicago Heights Main				20-Aug-00	27-Aug-00
CHCGILKE	Chicago Kedzie				20-Aug-00	27-Aug-00
CHCGILOK	Chicago Oakland				20-Aug-00	27-Aug-00
CHCGILLR	Chicago Lakeshore				20-Aug-00	27-Aug-00
NPVLILNE	Naperville				20-Aug-00	27-Aug-00
CHCGILOH	Chicago Ohare				20-Aug-00	27-Aug-00
ECHGILEH	Chicago Heights East				20-Aug-00	27-Aug-00
RVDLILRD	Riverdale				20-Aug-00	27-Aug-00
CHCGILLD	Chicago Lawndale				20-Aug-00	27-Aug-00
MOKNILME	Mokena				20-Aug-00	27-Aug-00
WNVLILVW	Warrenville				20-Aug-00	27-Aug-00

[illegible]

QNCYLQY	QUINCY						20-Jul-00	27-Jul-00
BRTLBT	BARTLETT						20-Jul-00	27-Jul-00
DCTRILDN	DECATUR						20-Jul-00	27-Jul-00
CARYLCA	CARY						20-Jul-00	27-Jul-00
EDNDILDU	DUNDEE						20-Jul-00	27-Jul-00
HFESILWL	HOFFMAN ESTATES						20-Jul-00	27-Jul-00
OTWAILOT	OTTAWA						20-Jul-00	27-Jul-00
LSLLILLS	LA SALLE						20-Jul-00	27-Jul-00
GLELIGE	GLEN ELLYN						20-Jul-00	27-Jul-00
SPFDILSL	SPRINGFIELD						20-Jul-00	27-Jul-00
BNTOLAG	BNTOLAG						20-Jul-00	27-Jul-00
AURRILAR	AURRILAR						20-Jul-00	27-Jul-00
CRLKILCK	CRYSTAL LAKE						20-Jul-00	27-Jul-00
LEMTILN	LEMTILN						20-Jul-00	27-Jul-00
FXLKILFK	FOX LAKE						20-Jul-00	27-Jul-00
KNKKILKK	KANKAKEE						20-Jul-00	27-Jul-00
GYLKILGL	GRAYS LAKE						20-Jul-00	27-Jul-00
JOLTILJO	JOLTILJO						20-Jul-00	27-Jul-00
JOLTILJW	JOLTILJW						20-Aug-00	27-Aug-00
WCHCILWC	WEST CHICAGO						20-Aug-00	27-Aug-00
BGBKILBK	BOLLINGBROOK						20-Aug-00	27-Aug-00
MCHNILMY	MCHENRY						20-Aug-00	27-Aug-00
AURRILAE	AURORA						20-Aug-00	27-Aug-00
PKFSILPF	CHICAGO HEIGHTS						20-Aug-00	27-Aug-00
RNLKILRL	ROUND LAKE						20-Aug-00	27-Aug-00
WDSTILWS	WOODSTOCK						20-Aug-00	27-Aug-00
LKVLILLK	LAKEVILLA						20-Aug-00	27-Aug-00
LEMTILLE	LEMONT						20-Aug-00	27-Aug-00
FRFTILFB	FRANKFORT						20-Aug-00	27-Aug-00
OSWGILOS	OSWEGO						20-Aug-00	27-Aug-00
PLFDILPL	PLAINFIELD						20-Aug-00	27-Aug-00
SCBGILCO	SCHAUMBURG						20-Aug-00	27-Aug-00
NCHCILNC	WAUKEGAN						20-Aug-00	27-Aug-00
WCNDILWU	WAUCONDA						20-Aug-00	27-Aug-00
HRVRILHV	Harvard						20-Aug-00	27-Aug-00
MONEILGK	MONEE						20-Aug-00	27-Aug-00
ZIONILZN	ZION						20-Aug-00	27-Aug-00

NBRKILNT	NORTHBROOK					20-Aug-00	27-Aug-00
RMVLILRM	RMVLILRM					20-Aug-00	27-Aug-00
ANTCILAC	ANTIOCH					20-Aug-00	27-Aug-00
LCPTILLP	LOCKPORT					20-Aug-00	27-Aug-00
LKZRILLZ	LAKE ZURICH					Closed Office	
SCBGILRS	PALATINE					Closed Office	

		Phase II							
	Illinois (Chicago)								
	CLLI	Exchange	Forecast	Bay Configuration	Installation Due Date	Ready for Service			
	SKOKILSK	Skokie			20-Aug-00	27-Aug-00			
	CHCGILSC	Chicago South Chicago			20-Aug-00	27-Aug-00			
	CHCGILIR	Chicago Irving			20-Aug-00	27-Aug-00			
	OKPKILOP	Oak Park			20-Aug-00	27-Aug-00			
	CHCGILLA	Chicago Lafayette			20-Aug-00	27-Aug-00			
	CHCGILPM	Chicago Portsmouth			20-Aug-00	27-Aug-00			
	CHCGILNE	Chicago Newcastle			20-Aug-00	27-Aug-00			
	EMHRILET	Elmhurst			20-Aug-00	27-Aug-00			
	HMWDILHO	Homewood			20-Aug-00	27-Aug-00			
	OKLWILOL	Oak Lawn			20-Aug-00	27-Aug-00			
	CHCGILPU	Chicago Pullman			20-Aug-00	27-Aug-00			
	WLMTILWI	Wilmette			20-Aug-00	27-Aug-00			
	EGVGILEG	Elk Grove EG			20-Aug-00	27-Aug-00			
	BLISILBI	Blue Island			20-Aug-00	27-Aug-00			
	RVGVILRG	River Grove			20-Aug-00	27-Aug-00			
	ORPKILOR	Orland Park			20-Sep-00	27-Sep-00			
	BNSVILBV	Bensenville			20-Sep-00	27-Sep-00			
	CMCYILCC	Calumet City			20-Sep-00	27-Sep-00			
	CHCGILFR	Chicago Franklin			20-Sep-00	27-Sep-00			
	CHCGILMO	Chicago Monroe			20-Sep-00	27-Sep-00			
	CHCGILAU	Chicago Austin			20-Sep-00	27-Sep-00			
	HCHLILHH	Hickory Hills			20-Sep-00	27-Sep-00			
	SMMTILSM	Summit			20-Sep-00	27-Sep-00			
	HRVYILHA	Harvey			20-Sep-00	27-Sep-00			
	SCPILSP	Schiller Park			20-Sep-00	27-Sep-00			
	CHCGILCA	Chicago Calumet			20-Sep-00	27-Sep-00			
	PLPKILPP	Palos Park			20-Sep-00	27-Sep-00			
	CHCGILID	Chicago Illinois Dear			20-Sep-00	27-Sep-00			
	CHCGILST	Chicago Stewart			20-Sep-00	27-Sep-00			
	CHCGILCL	Chicago Canal East			20-Sep-00	27-Sep-00			

CLEC and SBC owned splitters must meet standard wiring configurations and testing standards.

OKBRIOA	Oakbrook				20-Oct-00	27-Oct-00			
HLSDILHD	Hillside				20-Oct-00	27-Oct-00			
CHHGILCH	Chicago Heights Main				20-Oct-00	27-Oct-00			
CHCGILKE	Chicago Kedzie				20-Oct-00	27-Oct-00			
CHCGILOK	Chicago Oakland				20-Oct-00	27-Oct-00			
CHCGILLR	Chicago Lakeshore				20-Oct-00	27-Oct-00			
NPVLILNE	Naperville				20-Oct-00	27-Oct-00			
CHCGILOH	Chicago Ohare				20-Oct-00	27-Oct-00			
ECHGILEH	Chicago Heights East				20-Oct-00	27-Oct-00			
HRVRILHV	Harvard				20-Oct-00	27-Oct-00			
RVDLILRD	Riverdale				20-Oct-00	27-Oct-00			
CHCGILLD	Chicago Lawndale				20-Oct-00	27-Oct-00			
MOKNILME	Mokena				20-Oct-00	27-Oct-00			
WNVLILWV	Warrenville				20-Oct-00	27-Oct-00			

CLEC and SBC owned splitters must meet standard wiring configurations and testing standards.

KNKKILKK	KANKAKEE			20-Sep-00	27-Sep-00
GYLKILGL	GRAYS LAKE			20-Sep-00	27-Sep-00
JOLTILJO	JOLIET			20-Sep-00	27-Sep-00
JOLTILJW	JOLIET			20-Sep-00	27-Sep-00
WCHCILWC	WEST CHICAGO			20-Sep-00	27-Sep-00
BGBKILBK	LEMONT			20-Sep-00	27-Sep-00
MCHNILMY	MCHENRY			20-Sep-00	27-Sep-00
AURRILAE	AURORA			20-Sep-00	27-Sep-00
PKFSILPF	CHICAGO HEIGHTS			20-Sep-00	27-Sep-00
RNLKILRL	ROUND LAKE			20-Oct-00	27-Oct-00
WDSTILWS	WOODSTOCK			20-Oct-00	27-Oct-00
LKVLILLK	LAKE VILLA			20-Oct-00	27-Oct-00
LEMTILLE	LEMONT			20-Oct-00	27-Oct-00
FRFTILFB	FRANKFORT			20-Oct-00	27-Oct-00
OSWGILOS	OSWEGO			20-Oct-00	27-Oct-00
SCBGILRS	PALATINE			20-Oct-00	27-Oct-00
PLFDILPL	PLAINFIELD			20-Oct-00	27-Oct-00
SCBGILCO	SCHAUMBURG			20-Oct-00	27-Oct-00
NCHCILNC	WAUKEGAN			20-Oct-00	27-Oct-00
WCNDILWU	WAUCONDA			20-Oct-00	27-Oct-00
MONEILGK	MONEE			20-Oct-00	27-Oct-00
ZIONILZN	ZION			20-Oct-00	27-Oct-00
NBRKILNT	NORTHBROOK			20-Oct-00	27-Oct-00
RMVLILRM	LOCKPORT			20-Oct-00	27-Oct-00
BNVLILBN	PEORIA			20-Oct-00	27-Oct-00
HRVRILHV	HARVARD			20-Oct-00	27-Oct-00
ANTCILAC	ANTIOCH			20-Oct-00	27-Oct-00
LCPTILLP	LOCKPORT			20-Oct-00	27-Oct-00
MOLNILML	MOLINE			20-Oct-00	27-Oct-00
ALTNILAK	ALTON			20-Oct-00	27-Oct-00



2330 Central Expressway Santa Clara, CA 95050
W > www.covad.com

T > 408.844.7500
F > 408.844.7301

408-987-1111

April 14, 2000

VIA FACSIMILE and U.S. MAIL

Kristin Ohlson, Esq.
Pacific Telesis Group
140 New Montgomery Street, Room 1529
San Francisco, California 94105

Re: Line Sharing Negotiations

Dear Ms. Ohlson,

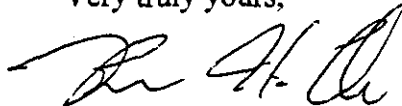
I received Mr. Discher's cover letter and the California retail costing information that you sent me yesterday. As I stated on telephone, I had not received anything from Mr. Discher earlier. Please note that his letter is dated April 11, 2000 and does not indicate that it was sent by overnight mail so it may not have arrived yet.

To make it perfectly clear, Covad is not just seeking documentation for our California negotiations. Since these negotiations cover all of SBC's territory, Covad needs costing information relevant to the other SBC states. Pursuant to your request, I am listing the material Covad is still seeking as part of our region wide line sharing negotiations.

- 1) For each SBC state, Covad needs the cost study associated with SBC's retail ADSL service. If the same cost study is used to support all of SBC's retail services, Covad would like permission to make copies of the material available to all attorneys and personnel involved in the line sharing negotiations and potential arbitrations with SBC, not just those individuals involved in California.
- 2) For each SBC state, Covad needs the cost support that SBC is using to justify any costs that SBC proposes to charge for line sharing. This should include the cost of splitters, tie cables, loop costs and OSS upgrades. Covad is also interesting in seeking to determine how SBC has apportioned the cost between the proposed non-recurring and recurring charges. Finally, Covad seeks to learn the assumptions underlying the proposed prices. For example, what are the assumptions underlying SBC's OSS and splitter charges including such issues as the useful life of the equipment.

To expedite the delivery of this material, I wanted to let you know who at Covad needs to view this material. Covad would like to provide access to the its attorneys responsible for the various SBC states and Terry Moya, Frank Thomas and Steve Walden. Mr. Moya is Covad's Sr. Vice President of ILEC Relations and Mr. Thomas and Mr. Walden both work for Mr. Moya. Among other responsibilities, they will be help determine whether SBC's proposed prices are acceptable. Therefore, they need to access to all costing material.

Very truly yours,



Bernard H. Chao
Vice President, Legal Strategy

Cc: Terry Moya
Frank Thomas



April 13, 2000

VIA FACSIMILE and U.S. MAIL

Kristin Ohlson, Esq.
Pacific Telesis Group
140 New Montgomery Street, Room 1529
San Francisco, California 94105

Re: Line Sharing Negotiations

Dear Ms. Ohlson,

Thank you for finally sending me SBC's proposed line sharing prices. However, SBC still has not provided the costing information Covad asked for in my earlier letters. Please keep in mind that 47 CFR Section 51.301(c)(8)(ii) requires SBC to furnish "cost data that would be relevant to setting rates if the parties were in arbitration." I look forward to your cooperation.

Very truly yours,

A handwritten signature in black ink, appearing to read "Bernard H. Chao".

Bernard H. Chao
Vice President, Legal Strategy

Cc: Terry Moya
Frank Thomas
Brett Flinchum



Bernard Chao
Vice-President, Legal Strategy

direct dial: (408) 987-1103
email: bchao@covad.com

April 4, 2000

Ms. Kristin Ohlson
Attorney
Pacific Telesis, Inc.
140 New Montgomery, Room 1526
San Francisco, California 94105

Via Telecopy and U.S Mail

Re: SBC-Covad Line-Sharing Negotiations

Dear Ms. Ohlson:

As a followup to my request for line sharing pricing attachments for all of SBC's territory, Covad also needs to review the cost studies submitted to the FCC by each of SBC's affiliated ILECS (i.e., Southwestern Bell Telephone Company ("SWBT"), Pacific Bell ("PacBell"), Ameritech, and Southern New England Telephone Company ("SNET")) regarding the ILECs' interstate ADSL tariffs.

The FCC's Line-Sharing Order expressly authorizes states to limit loop prices for the HFPL UNE to "the amount of loop cost the incumbent allocated to ADSL services when it established its interstate retail rates for those services." (FCC Order 99-355 ¶ 139.) Therefore, this information will be very important in negotiating line-sharing prices in all of SBC's territory. Covad is willing to sign a reasonable non-disclosure agreement. Please let me know if SBC can provide this information to me this week.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Bernard Chao'.

Bernard Chao

Cc: Mr. Terry Moya



March 30, 2000

VIA FACSIMILE and U.S. MAIL

Kristin Ohlson, Esq.
Pacific Telesis Group
140 New Montgomery Street, Room 1529
San Francisco, California 94105

Re: Line Sharing Negotiations

Dear Ms. Ohlson,

As you know on Tuesday, March 28, 2000, representatives from our two companies met to discuss line sharing between SBC and Covad in the various SBC states. Covad is still waiting for SBC's response to the following requests:

- 1) The costing assumptions underlying the California OSS charge.
- 2) Whether SBC will allow Covad to meet with SBC to evaluate the costing assumptions for the charges in California and how Pacific Bell's cost recovery was apportioned between the recurring and non-recurring charges.

In addition, Covad would like to see proposed prices for all the SBC states. Please provide me with SBC's response as soon as possible.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Bernard H. Chao'.

Bernard H. Chao
Vice President, Legal Strategy

Cc: Terry Moya
Frank Thomas
Brett Flinchum

Priscilla Hill-Ardoin
Senior Vice President-PCC

SBC Telecommunications
1401 I Street, N.W.
Suite 1100
Washington, D.C. 20005
Phone 202 320-8836
Fax 202 260-3609



March 7, 2000

Mr. Lawrence E. Strickling
Chief Common Carrier Bureau
Federal Communications Commission
445 Twelfth Street, S.W., 5th Floor
Washington, D.C. 20544

Re: CC Docket No. 98-141 - Line Sharing Status

Dear Mr. Strickling:

This letter provides the status of SBC Communications Inc.'s compliance with the SBC/Ameritech Merger Conditions and the Commission's Line Sharing Order regarding the provision of line sharing by SBC's incumbent LECs to both their advanced services affiliates and unaffiliated providers. Specifically, this letter sets out SBC's target implementation dates for line sharing to affiliated and unaffiliated providers of advanced services. This schedule will enable SBC to provide line sharing to affiliated advanced services providers (ASI and AADS) and unaffiliated providers in advance of the FCC's June 8th date for such implementation.¹

Throughout its 13-state region, SBC is implementing an aggressive and ambitious plan for allowing affiliated and unaffiliated providers access to line-sharing capabilities, including CLEC interim line sharing trials, implementation in accordance with established Change Management Procedures, and carrier-to-carrier testing of SBC's EDI electronic ordering capabilities for Line Shared DSL services. These target dates could change as a result of the Line Sharing trials or other unforeseen developments, but we believe that our target dates are reasonable and achievable. If we can improve upon these dates, we will try to do so. If we cannot accommodate this schedule

¹ As used in this letter, line sharing refers to the DSL line sharing arrangements that the FCC contemplated the ILECs would implement within 180 days from the release of its Line Sharing Order, as opposed to the more limited, interim line sharing arrangements that ILECs would make available within 30 days of the publication of the Order, as the SBC Telecos have done in current line sharing trials, using various work arounds.

because of any unanticipated events, we will immediately notify affected parties and the Commission.


SBC's target dates for implementing line sharing in our 13-state region and at the same time reaching "steady state" provisioning of advanced services under paragraph 4n(1) of the SBC/Ameritech Merger Conditions are as follows:

<u>Target Dates</u>	<u>Implementation Activity</u>
February 18	Advance Notification of Additional Capabilities for Electronic Ordering of Line Shared DSL Services provided to all CLECs via Accessible Letter.
February 22	Proposed line sharing performance measurement submitted to FCC
February 28	Accessible Letter providing additional preliminary electronic ordering requirements for CO-based line sharing change activity.
Mar. 1 - Apr. 20	SBC-CLEC Line Sharing Trials in Dallas, San Francisco, Chicago, and Connecticut
March 10	Accessible Letter sent, providing final requirements for a May 29 new EDI Release implementing electronic ordering capability for line shared DSL services
April 24	Joint SBC-CLEC testing begins
May 26- June 8	Conversion of more than 1 million SBC ILEC customer and circuit records for ASI's existing advanced services customers from SBC ILECs to ASI. [Note: No such conversion is needed for AADS's operations in the Ameritech states.]
May 29	Line Sharing provided to affiliated and unaffiliated providers. Electronic ordering capability for line sharing implemented for affiliated and unaffiliated providers of DSL services, in all SBC states. "Steady state" provisioning of advanced services starts for purposes of paragraph 4 of the Merger Conditions

With this schedule, line sharing and steady state provisioning of advanced services should be implemented as of May 29, 2000, satisfying the Merger Conditions, and in advance of the requirements of the FCC's Line Sharing Order.

If you have any questions or need any additional information, please contact Marian Dyer or me.

Sincerely,



Priscilla Hill-Ardoin

cc: All Parties of Record in CC Docket No. 98-141
Mr. Robert Atkinson
Ms. Carol Matthey
Ms. Michelle Carey
Mr. Jake Jennings
Mr. Anthony Dale